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IVAN TABACK

FILED
LOS ANGELES SUPERIOR COURT

FEB 14 2008

JOHN A. CLARK, EXECUTIVE OFFICER/CLERK
BY Rgamboa, DEPUTY
R. GAMBOA

SUPERIOR COURT OF THE STATE OF CALIFORNIA

FOR THE COUNTY OF LOS ANGELES

In re the matter of THE SJB REVOCABLE TRUST, dated July 26, 2004	Case No. BP BP109096 **EX-PARTE PETITION TO APPOINT TEMPORARY TRUSTEES; GRANT POWERS TO TEMPORARY TRUSTEES; AND DETERMINE REASONABLENESS OF COMPENSATION FOR LEGAL SERVICES PURSUANT TO SECTION 15687** [Probate Code §§17200(b)(8), (10), and (21)] Date: February 14, 2008 Time: 1:30 p.m. Dept.: 9

TO THE SUPERIOR COURT OF THE STATE OF CALIFORNIA, COUNTY OF LOS ANGELES:

IVAN TABACK ("Petitioner") respectfully presents his EX PARTE PETITION TO APPOINT TEMPORARY TRUSTEES; GRANT POWERS TO TEMPORARY TRUSTEES; AND DETERMINE REASONABLENESS OF COMPENSATION FOR LEGAL SERVICES PURSUANT TO SECTION 15687 (the "Petition"), as follows:

CIT/CASE: BP109096 LEA/DEF#:
RECEIPT #: FIN77720014
DATE PAID: 02/14/08 01:46:13 PM
PAYMENT: 320.00
RECEIVED: 0310
CHECK: 320.00
CASH:
CHANGE:
CARD:

1. JURISDICTIONAL AND FACTUAL BACKGROUND.

1.1 Trust Established. Britney Spears ("Britney"), as Settlor, established The SJB Revocable Trust, dated July 26, 2004 (the "Trust"). The Trust is a revocable "Living Trust" established by Britney to hold substantially all of her assets.

1.2 Principal Place of Administration. The principal place of administration of the Trust is Los Angeles County, California.

1.3 Trustee. Britney named herself as sole initial Trustee of the Trust. Attached hereto as Exhibit A are true and correct copies of relevant excerpts from the Trust, including the establishment provision, the Articles concerning the appointment of Trustees and the Trustees' powers, and the signature pages. Article 6 provides that if Britney resigns or "otherwise ceases to act as Trustee hereunder" then Bryan Spears, Stacy Smith and Ivan Taback may act as Successor Co-Trustees under the Trust. The sixth paragraph of Article 6 of the Trust provides that "an individual Trustee shall cease to act as Trustee hereunder if he or she is under a legal disability or if by reason of illness or mental or physical disability, in the written opinion of two doctors then practicing medicine, he or she is unable to manage his or her affairs."

1.4 Legal Disability. As reflected in a series of Orders of this Court first entered February 1, 2008, and thereafter modified, amended or supplemented, the Court found that it is necessary to appoint temporary Co-Conservators of Britney's Estate to protect property from loss or injury pending the hearing on the Petition for the appointment of a general Conservator. This hearing is scheduled for March 10, 2008. Accordingly, it is in Britney's best interests, and protective of the Trust's assets, for the Court to find that, pending this hearing, Britney has ceased to act as Trustee. See also Probate Code Section 15643(e) ("There is a vacancy in the office of the trustee. . .[if] a conservator . . . of an individual trustee is appointed.") As a result, pursuant to Article 6 of the Trust, Bryan Spears, Stacy Smith and Ivan Taback may act as Successor Co-Trustees.

1.5 Renunciation; Acceptance by Nominated Co-Trustees. Stacy Smith previously declined her appointment to act as Successor Co-Trustee of the Trust. A copy of her

prior Renunciation is attached hereto as Exhibit B. Bryan Spears and Ivan Taback have accepted their appointment as temporary Successor Co-Trustees. Their Acceptances will be filed with the Court at the time of the hearing on this Petition.

1.6 Bond Waiver. The seventh paragraph of Article 6 of the Trust provides that "no bond or other security shall be required for any reason whatsoever of any Trustee named herein or appointed as herein provided."

2. APPOINTMENT OF CO-TRUSTEES.

2.1 Confirmation Regarding Cessation to Act. Petitioner requests that the Court find that, pending the hearing on the general Conservatorship, Britney has ceased to act as Trustee. Petitioner further requests that the Court confirm that Bryan Spears and Ivan Taback are the duly appointed and currently acting temporary Successor Co-Trustees of the Trust.

3. GRANTING POWERS TO CO-TRUSTEES.

3.1 Request. Petitioner requests that the Court confirm that the temporary Successor Co-Trustees have all of the powers conferred upon the Trustees by Article 7 of the Trust; restricted, however, as follows:

i) Notwithstanding any contrary provision of Article 7(e), if there are multiple trustees acting from time to time they shall act only by unanimous consent;

ii) Notwithstanding any contrary provision of Article 7(k), the Trustees shall not sell or lease Britney's personal residence without a prior Court order; and

iii) Notwithstanding any contrary provision of Article 7(o), the situs of the Trust shall not be changed, the Trust shall continue to be governed by California law, and property shall not be removed from California, during the pendency of the temporary Trusteeship.

4. URGENT NATURE OF REQUEST.

4.1 Petitioner is informed and believes that substantially all of Britney's liquid assets are vested in the Trust. Petitioner is informed and believes that there are no substantial liquid assets currently available to the Co-Conservators to pay or otherwise provide for Britney's essential needs. Petitioner is informed and believes that Britney and the Co-Conservators have numerous significant and on-going expenses, liabilities and obligations that must be paid immediately. The Co-Conservators are unable to discharge their responsibilities to Britney unless they can obtain immediate access to the liquid assets held by the Trust. Specifically, Petitioner is informed and believes that family members, friends, and members of Britney's household have been paying for her basic necessities, including medicine, food, and other day-to-day needs. Immediate access to the Trust's liquid assets is necessary to pay for Britney's continued security, and to pay for her medicine, food, other day-to-day expenses, and for psychiatric and other essential medical services.

5. DETERMINATION OF REASONABLENESS OF COMPENSATION FOR LEGAL SERVICES.

5.1 Petitioner's Affiliation. Petitioner is a Partner of Proskauer Rose LLP ("Proskauer"), resident in New York. Petitioner is an experienced estate planning lawyer but is not licensed to practice law in California and needs counsel concerning California law and procedure. Proskauer has offices in Los Angeles, California. Petitioner's partner, Mitchell M. Gaswirth, undersigned Counsel on this Petition, assisted in the preparation of the Trust. Such Counsel has been advising Petitioner in connection with all matters relating to both Britney's Conservatorship and the Trust since February 1, 2008, when the Conservatorship proceedings first came to Petitioner's attention.

5.2 Relationship Between Petitioner and Counsel. Probate Code Section 15687(a) provides that a Trustee, like Petitioner, who is an attorney may receive only the Trustee's compensation provided for in the Trust, or compensation for legal services performed by the Trustee, unless the Trustee obtains approval for the right to dual compensation as provided in

Section 15687(d). Section 15687(d) provides that, after full disclosure of the nature of the compensation and relationship of the Trustee to all persons receiving compensation under this Section, the Trustee may obtain approval for dual compensation by an Order pursuant to Section 17200(b)(21). Petitioner does not seek in this Petition any Order regarding his Trustee's fees. Petitioner does request, however, that such Trustee's fees (to be hereafter determined) shall be in addition to Proskauer's reasonable legal fees for its services as Petitioner's counsel.

5.3 Disclosure. Petitioner is not related to Britney, or the Co-Conservators, by blood or by marriage. Petitioner is a Proskauer Partner. Petitioner desires to engage Proskauer as counsel to Petitioner, on a temporary basis, through March 17, 2008. As counsel to Petitioner, Proskauer shall be compensated solely for its time, in accordance with its standard hourly rates, and shall be reimbursed for out-of-pocket expenses advanced by it in connection with its services. Proskauer shall not be entitled to any other compensation for its services as Petitioner's Counsel.

5.4 Reasons for Engaging Proskauer. Petitioner believes it is in the best interests of Britney, the Trust, and the Conservatorships to retain Proskauer as counsel to Petitioner, on a temporary basis, through March 17, 2008. Britney's situation presents matters of complexity and sensitivity. Proskauer is already familiar with the Trust and the Conservatorship and is therefore able to effectively provide legal services to Petitioner as Trustee during the initial period of administration by the temporary Successor Co-Trustees. Any other counsel to Petitioner would need to "get up to speed" concerning the Trust and the Conservatorship, a potentially costly and time-consuming endeavor. This matter also requires the utmost in confidentiality, and effective working relationships between counsel to the Co-Conservators, and counsel to the temporary Successor Co-Trustees. The relationship between the Trust Estate and the Conservatorship Estate is still being defined. Retention of Proskauer on an interim basis reduces the number of law firms involved in this matter at this time, thus minimizing the number of counsel who must coordinate the advancement of Britney's interests in connection with both the Conservatorships and the Trusteeship.

5.5 Co-Conservators' Position. Petitioner is informed and believes that the Co-

Conservators do not object to Petitioner's retention of Proskauer as counsel to Petitioner.

5.6 Engagement to Be Revisited. On or before March 17, 2008, Petitioner intends to reconsider whether it is in the best interests of Britney, the Trust, and the Conservatorships to continue to engage Proskauer as Petitioner's counsel.

6. NOTICE.

6.1 Persons Entitled to Notice. Petitioner has given notice of the time and place of the hearing on this Petition to Britney's Co-Conservators, and to Britney's Counsel, Samuel D. Ingham, III. Waivers of Notice of the Co-Conservators of Britney's Estate, the Conservator of her person, and Mr. Ingham will be filed with the Court at the time of the hearing. Because of the emergency nature of this Petition, it is not possible for Petitioner to give at least thirty (30) days prior notice of the time and place of such hearing. Petitioner submits that prior notice to the Co-Conservators and Mr. Ingham is sufficient to dispense with the necessity of thirty (30) days prior notice of the time and place of the hearing on this Petition. Petitioner further submits that notice is not required to be given to any other beneficiaries of this revocable Trust.

NOW WHEREFORE, Petitioner requests the Court's Orders that:

1. All notices of hearing on this Petition have been given as required by law;

2. Pending the hearing on the general Conservatorship, Britney has ceased to act as Trustee of the Trust;

3. Petitioner and Bryan Spears are the duly appointed and currently acting temporary Successor Co-Trustees of the Trust;

4. Petitioner and Bryan Spears as Co-Trustees have all of the powers set forth in Article 7 of the Trust, restricted, however, as provided in Section 3.1 of this Petition;

5. Petitioner is authorized to engage Proskauer Rose LLP as Petitioner's counsel on an interim basis commencing February 1, 2008, through and including March 17, 2008, and to compensate such firm for its services, at its standard hourly rates, notwithstanding Petitioner's status as a Partner in such Firm; and

6. The Court grant such other and further relief deemed appropriate or necessary.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this Petition is executed on February 13, 2008, at New York, New York.

IVAN TABACK

PROSKAUER ROSE LLP

By: _____
MITCHELL M. GASWIRTH

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this Petition is executed on February 13th, 2008, at New York, New York.

IVAN TABACK

PROSKAUER ROSE LLP

By: _____
MITCHELL M. GASWIRTH

DECLARATION OF TRUST made this 26th day of July, 2004, between BRITNEY JEAN SPEARS, as Settlor, and BRITNEY JEAN SPEARS, as sole Trustee.

The Settlor hereby assigns and transfers to the Trustee the property set forth in Schedule A annexed hereto and the Trustee and any successor Trustees (hereinafter called the "Trustees") shall hold said property, together with any other property which may be received by them, in separate trust upon the terms and conditions hereinafter set forth. This trust shall be known as the "SJB REVOCABLE TRUST."

REDACTED

EXH. A

REDACTED

6. During the Settlor's lifetime, the Settlor shall act as the sole Trustee hereunder until she resigns or otherwise ceases to act. If the Settlor resigns or otherwise ceases to act as Trustee hereunder, or upon the Settlor's death or incapacity, the Settlor's brother, BRYAN SPEARS, STACY SMITH and IVAN TABACK may act as successor co-Trustees hereunder.

Notwithstanding the foregoing, the Settlor appoints her mother, LYNNE SPEARS, as Trustee of the trust created under paragraph (1) of subdivision (d) of Article 3 of this Declaration of Trust and directs that the Settlor's mother (a)

shall appoint a person or persons or a bank or trust company to act as an additional Trustee of such trust from time to time, (b) may remove any Trustee of such trust who may be acting from time to time (or who may have been previously appointed as an additional Trustee by the Settlor's mother), with or without cause, provided that, if no Trustee other than the Settlor's mother is then acting, the Settlor's mother must appoint a person or persons or a bank or trust company to act with her, it being the Settlor's intention that she not act alone as Trustee of such trust, and (c) may appoint a person or persons or a bank or trust company to act as (one or more or successive) successor Trustees of such trust.

With respect to the trust under Article 2 of this Declaration of Trust, the Settlor may (a) appoint a person or persons or a bank or trust company to act as an additional Trustee from time to time, (b) remove any Trustee who may be acting from time to time (or who may have been previously appointed as an additional Trustee by her), with or without cause, and (c) appoint a person or persons or a bank or trust company to act as (one or more or successive) successor Trustees and revoke any such appointment.

Subject to the foregoing, the Trustees at any time acting hereunder are authorized to appoint a person or persons or a bank or trust company to act with them, and a sole

surviving Trustee at any time acting hereunder is authorized to appoint one or more (or successive) successor Trustees.

The Settlor requests, but does not direct, that the Trustees retain the services of STACY SMITH in connection with her expertise with respect to the sale, lease, licensing, exploitation or utilization of any so-called intellectual property held hereunder.

An individual Trustee shall cease to act as Trustee hereunder if he or she is under a legal disability or if by reason of illness or mental or physical disability, in the written opinion of two doctors then practicing medicine, he or she is unable to manage his or her affairs. Each Trustee acting hereunder hereby waives any doctor-patient privilege that may exist and authorizes said doctors to release all medical information that may be requested by the Trustees acting hereunder.

No bond or other security shall be required for any reason whatsoever of any Trustee named herein or appointed as herein provided.

7. The Trustees hereunder shall have the following discretionary powers, in addition to those conferred upon Trustees by law (including without limitation all of those powers set forth in California Probate Code Section 16220 et

seq., which powers are herein incorporated by this reference as if fully set forth below):

(a) To make any payment or distribution (required or authorized under this Declaration of Trust) either wholly or partly in kind at market value at date of distribution; to cause any share to be composed of cash, property or undivided fractional interests in property different in kind from any other share, and without regard, among such shares, to whether the property distributed has an equivalent basis for income tax purposes.

(b) To continue to hold any property, real, personal or otherwise, including, but not limited to, stocks, bonds or other securities, domestic or foreign, in the form in which it shall be when received by them hereunder (without regard to any rule of law that may require them to decide whether or not to retain such property) or as the form thereof may be changed pursuant to the provisions of the other subdivisions of this Article, so long as they, in their absolute discretion, deem it advisable.

(c) To invest and reinvest in any property, including, but not limited to, stocks, bonds or other securities or so-called derivative investments, domestic or foreign, options to sell or to purchase such securities or so-called derivative investments (whether or not then held hereunder), shares or interests in mutual funds, investment companies, investment trusts or common trust funds of a bank or trust company, currencies, precious metals, oil and gas properties or other natural resources and commodities, or interests in, rights to or options to sell or to purchase any of the foregoing (whether or not then held hereunder), improved or unimproved real property or tangible personal property or life insurance, endowment, annuity or similar contracts (including such contracts insuring the then income beneficiary of any trust hereunder) that they may, in their absolute discretion, deem advisable, without regard to any duty to diversify or to make such property productive of income, and in any manner, including by direct purchase, entry into a joint venture, creation of or purchase of an interest in any form of partnership or corporation or through any other form of participation or ownership.

(d) To employ any person, firm, corporation, bank or trust company for advice with respect to investment policy, but the Trustees may, in their absolute discretion, follow or

refrain from following any recommendations so obtained, and such recommendations shall not in any way limit the discretionary power and authority herein conferred upon, and not otherwise delegated by, them with respect to investments; to designate a corporation, partnership or other firm, authorized so to act, as custodian, and to employ attorneys, accountants and bookkeepers; and to charge the fees and expenses of the foregoing to any trust hereunder.

(e) To exercise or perform every power, authority or duty, including discretionary powers, by the concurrence and in the names of a majority of the Trustees qualified to participate, with the same effect as if all had joined therein; but by unanimous vote of the Trustees they may determine the number (one or more) who may give instructions to custodians, sign checks or have access to safe deposit boxes.

(f) Severally to resign, by delivering to any successor or co-Trustee written notice of such resignation, to take effect at such date as such resigning Trustee may specify in such notice, without necessity for prior accounting or judicial approval.

(g) Severally to authorize, by instrument in writing, any person or corporation, including any co-Trustee, bank or trust company, to act in the place of such Trustee with respect to specified transactions, to sign a particular check or checks, or to execute any other specifically stated instruments in the name of such Trustee.

(h) To credit to principal or income or to apportion between them in such manner as they deem advisable any distributions from partnerships, any extraordinary, wasting or liquidating dividends, any dividends payable in the stock of the corporation paying the dividend or payable in the stock of another corporation and any so-called "capital gains dividends" declared by investment companies or investment trusts.

(i) To charge to principal or income or to apportion between them any ordinary or extraordinary expenses in such manner as they deem advisable.

(j) To determine if and to what extent they shall amortize any premium paid by them on bonds or other obligations for the payment of money.

(k) To alter, repair, improve, demolish, manage, partition, mortgage, lease for any period (including a period in

excess of any fixed by statute and extending beyond the duration of the trusts herein), exchange, grant options to lease or to buy and sell or dispose of, at public or private sale and upon such conditions and such terms as to cash and credit as they deem advisable, any property held hereunder.

(l) To subordinate, extend, renew, modify or release, in whole or in part, any mortgage or other security held by them or held against any property hereunder.

(m) With respect to any property distributable outright to a person who has not then attained age twenty-one: in their absolute discretion, to retain possession of and manage the same until then, with all the rights, powers and compensation of Trustees hereunder, and from time to time to apply so much of the income and principal thereof to the use of such person as they deem advisable, accumulating any balance of the income and adding it at least annually to principal at convenient intervals; upon such person's attaining age twenty-one (or sooner death), the then principal and any accumulated income shall be distributed to such person (or his or her estate); this power shall not affect the vesting of such property in such person.

(n) In determining the amount of income or principal applicable to the use of a person who has not then attained age twenty-one, to consider or disregard the ability of the parent or parents of such person to support such person; and to make payment of any income or principal, applicable to the use of or payable to such person, (1) to the Guardian (qualified in any jurisdiction) of the person or estate of such person, or (2) to the parent or parents of such person (whether or not legally appointed his or her Guardian(s)), or (3) to the extent permitted by law, to a Custodian for such person under a Uniform Gifts to Minors Act or a Uniform Transfers to Minors Act, or (4) to apply the same for his or her benefit; the receipt of such Guardian, parent or Custodian or the evidence of the application of such income or principal shall be a full discharge to the Trustees for such payment.

(o) Without the approval of any Court (unless otherwise required by law): (1) to remove any property held hereunder to or from any jurisdiction; (2) to change the situs of administration of any trust hereunder from one jurisdiction to another; and (3) to elect the law of such other jurisdiction to govern the same.

(p) To organize or participate in the organization of business entities of any form, including, but not limited to, corporations, partnerships and limited liability companies, and to transfer to them any part or all of the property held by them hereunder in exchange for securities thereof or interests therein.

(q) To set apart out of the income of the trusts herein (or out of the income of corporations or partnerships in which such trust may be interested) reserves for such purposes including, without limitation, depreciation, depletion, obsolescence and other contingencies, and in such amounts as they, in their absolute discretion, shall deem advisable.

(r) To borrow such sums as they deem advisable for the proper administration of the trusts hereunder and to give security therefor.

(s) To lend such sums out of the income or principal of any trust hereunder and upon such terms and conditions as they deem advisable; provided, however, that adequate security be obtained from, and reasonable interest be charged to, any borrower other than the Settlor or any beneficiary.

(t) To guarantee loans made to any beneficiary hereunder.

(u) To exercise such powers with respect to any so-called intellectual property held hereunder as they deem advisable, without authorization by any court and without the consent or approval of any beneficiary or person interested in or claiming an interest in any trust hereunder, it being the Settlor's intention to give them the power to deal in all respects with such property as if the same were owned by them in their individual capacities, and to delegate all such powers to any one of them to the exclusion of the others. In addition to all powers granted them by law or otherwise granted in this Declaration of Trust, the Trustees shall have the following powers:

(1) Upon such terms and conditions as they deem advisable, to employ one or more agents, to pay the fees and expenses thereby incurred and to act or refrain from acting upon the advice or recommendations received from such agents without liability for any act done, or omission made, in good faith or in reliance upon such advice or recommendation;

(2) To deal in and with (or to authorize one or more agents to deal in and with) all rights in so-called intellectual property held hereunder, including all contractual rights, rights of publicity and of publication in any medium now known or hereafter invented, rights of termination, renewal or extension, and other rights pertaining thereto, whether under the common law or under United States or other copyright law; to bring or defend claims or causes of action for infringement, plagiarism or breach of contract;

(3) To make, extend, rescind, modify, or otherwise have full power to negotiate contracts or other arrangements they may deem advisable or proper as to the sale, lease, licensing, exploitation or utilization of any so-called intellectual property held hereunder, including the power to refuse to have published in any form any material which, in their opinion, the Settlor would withhold through considerations of taste, the safeguarding of privacy or standards of quality, or for any other reason whether of an economic or aesthetic nature;

(4) To form or organize under the laws of the State of California or of any other state or foreign country, any corporation, association, partnership, venture, company or combination as an instrumentality for the promotion, sale, management and administration of any so-called intellectual property held hereunder;

(5) To secure copyrights on such of the Settlor's creative works as have not already been copyrighted, or to renew copyrights, whether under the common law or under United States or other copyright laws;

(6) To delegate to other persons such ministerial duties as the Trustees may deem necessary for the benefit of administering the Settlor's intellectual property;

(7) Generally to deal with the Settlor's creative works in the same manner and with the same power that the Settlor could have done during the Settlor's lifetime; and

(8) To take any action and to make, execute, deliver and receive any contract, deed, instrument or document they may deem advisable to exercise any of the foregoing powers or to carry into effect any provision of this Declaration of Trust with respect to the so-called intellectual property held hereunder.

(v) To hold the principal or part of the principal of any of the trusts herein in one or more joint funds in which the separate trusts shall have undivided interests.

(w) To compromise, settle, subordinate, arbitrate, extend, renew, modify, waive or extend the statute of limitations with respect to, or release, in whole or in part, any claim held by any trust herein, or any mortgage or other security held by them or held against any property held by them hereunder.

(x) To participate in and consent to any corporate reorganization, dissolution, liquidation, merger, consolidation, sale or lease, or in and to any other change in any corporation or in its financial structure, and to become a depositor with any protective, reorganization or similar committee, and to make any necessary payments incident to the foregoing; to exercise or to sell any conversion, subscription or similar rights; and in general to exercise in respect to any securities the unrestricted rights of a personal owner, including voting in person or by proxies, discretionary, general or otherwise.

(y) To trade on margin and, for such purpose, to maintain and operate a margin account with any broker and to pledge any property held hereunder with such broker for loans and advances made to them. In connection with the foregoing, the Trustees are authorized to hold title in and to property in bearer, nominee or other form so that title may pass by delivery.

REDACTED

RENUNCIATION

The undersigned, STACY SMITH, hereby renounces her right to qualify as a successor Trustee of the SJB REVOCABLE TRUST under a Declaration of Trust dated the 26th day of July, 2004, between BRITNEY JEAN SPEARS, as Settlor, and BRITNEY JEAN SPEARS, as sole Trustee.

Dated: Dec. 7, 2004

STACY SMITH

STATE OF Virginia)
: ss.:
COUNTY OF)

On Dec. 7, 2004, before me, Frances Ellington, the undersigned, a Notary Public in and for such County and State, personally appeared STACY SMITH, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same, in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Frances Ellington
Notary Public in and for said County and State

EXH. B

DECLARATION OF MITCHELL M. GASWIRTH REGARDING URGENCY OF REQUEST

I, Mitchell M. Gaswirth, Proskauer Rose, LLP, attorney for Petitioner, Ivan Taback, hereby declare as follows:

1. I am informed and believe that substantially all of Britney Spears's ("Ms. Spears's") liquid assets are currently vested in the SJB Revocable Trust, dated July 26, 2004 (the "Trust").

2. I am informed and believe that there are no substantial liquid assets currently available to the Co-Conservators of Ms. Spears's Estate to pay or otherwise provide for her essential needs.

3. I am informed and believe that Ms. Spears and her Co-Conservators have numerous significant and on-going expenses, liabilities and obligations that must be paid immediately.

4. I am informed and believe that Ms. Spears's Co-Conservators are unable to discharge their responsibilities to Ms. Spears unless they can obtain immediate access to the liquid assets held by the Trust.

5. I am informed and believe that Ms. Spears's family, friends and members of her household have been paying for her basic necessities, including medicine, food, and other day-to-day needs.

6. I am informed and believe that immediate access to the Trust's liquid assets is necessary to pay for Ms. Spears's continuing security, and to pay for her medicine, food, other day-to-day expenses, and psychiatric and other essential medical services.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13th day of February, 2008, at Los Angeles, California.

MITCHELL M. GASWIRTH

DECLARATION REGARDING NOTICE

I, Mitchell M. Gaswirth, Proskauer Rose, LLP, attorney for Petitioner, Ivan Taback, hereby declare as follows:

1. On February 7, 2008, I gave verbal notice to both Co-Conservators, James P. Spears and Andrew Wallet, of Petitioner's intention to file Petitioner's Ex Parte Petition Appointing Temporary Trustees, Granting Powers to Temporary Trustees, and Determining Reasonableness of Compensation for Legal Services (the "Petition").

2. The Co-Conservators' Counsel were present when this verbal notice was given.

3. On February 8, 2008, Petitioner gave verbal notice to Samuel D. Ingham, III of Petitioner's intention to file the Petition.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 13th day of February, 2008, at Los Angeles, California.

MITCHELL M. GASWIRTH

NAME, ADDRESS AND TELEPHONE NUMBER OF ATTORNEY OR PARTY WITHOUT ATTORNEY:	STATE BAR NUMBER	Reserved for Clerk's File Stamp
Mitchell M. Gaswirth, Esq. PROSKAUER ROSE LLP 2049 Century Park East Suite 3200 Los Angeles, CA 90067-3206 Tel.: 310-284-5693 Fax: 310-557-2193	105778	**FILED** LOS ANGELES SUPERIOR COURT FEB 14 2008 JOHN A. CLARK, EXECUTIVE OFFICER/CLERK BY R. GAMBOA, DEPUTY
ATTORNEY FOR (Name):		

SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES

COURTHOUSE ADDRESS: 111 N. HILL STREET
LOS ANGELES, CA 90012

Matter of:
THE SJB REVOCABLE TRUST, dated July 26, 2004

☐ DECEDENT ☐ CONSERVATEE ☐ MINOR ☒ TRUST/OTHER

PROBATE CASE COVER SHEET -
CERTIFICATE OF GROUNDS FOR ASSIGNMENT TO DISTRICT

CASE NUMBER: BP 109096

This form is required for all new Probate cases filed in the Los Angeles Superior Court.

I. Select the correct district (3 steps):

1) Under Column **1** below, check the one type of action which best describes the nature of this case.

2) In Column **2** below, circle the reason for your choice of district that applies to the type of action you have checked.

Applicable Reason for Choosing District (See Column 2 below)

1. District where one or more of the parties reside.
2. District where minor/proposed conservatee reside.
3. District where petitioner resides.
4. District where decedent was domiciled.
5. Decedent/Ward/Conservatee was/is not domiciled in California, but held property at date of death/holds property in district.
6. Other: Statutory Authority _____.
7. May be filed in the appropriate district (Local Rule 2.0(c) states specific circumstances in which this may occur).

3) Fill in the information requested on Section II; complete section III; sign the certificate.

1 TYPE OF ACTION *(Check only one)*			2 APPLICABLE REASONS *(See above)*
Decedent Estates			
☐	A6210	Petition for Probate of Will - Letters Testamentary	4.,5.,7.
☐	A6211	Petition for Probate of Will - Letters of Administration with will annexed	4.,5.,7.
☐	A6212	Petition for Letters of Administration	4.,5.,7.
☐	A6213	Petition for Letters of Special Administration	4.,5.,7.
☐	A6214	Petition to Set Aside Small Estate (6602 Prob.Code)	4.,5.,7.
☐	A6215	Spousal Property Petition	4.,5.,7.
☐	A6216	Petition for Succession to Property	4.,5.,7.
☐	A6217	Summary Probate (7660 Prob.Code)	4.,5.,7.
☐	A6218	Petition re Real Property of Small Value (13200 Prob.Code)	4.,5.,7.
Conservatorship/Guardianship			
☐	A6230	Petition for Conservatorship of Person and Estate	2.,6.,7.
☐	A6231	Petition for Conservatorship of Person only	2.,6.,7.
☐	A6232	Petition for Conservatorship of Estate only	2.,5.,6.,7.

Short Title	CASE NUMBER:
THE SJB REVOCABLE TRUST, dated July 26, 2004	BP

1 TYPE OF ACTION *(Check only one)*	2 APPLICABLE REASONS *(See above)*
Conservatorship/Guardianship	
☐ A6240 *Petition for Guardianship of Person and Estate*	2.,6.,7.
☐ A6241 Petition for Guardianship of Person only	2.,6.,7.
☐ A6242 Petition for Guardianship of Estate only	2.,5.,6.,7.
Trust / Other Probate Court Matters	
☒ A6254 Trust Proceedings	3.,6.,7.
☐ A6260 Petition for Compromise of Minor's Claim - no civil case filed (3500 Prob.Code)	1.,2.,6.,7.
☐ A6180 Petition to Establish Fact of Birth, Death or Marriage	1.,4.,7.
☐ A6200 Other Probate Matter (Specify): _____	6.,7.
☐ A6243 Proceeding for particular transaction where spouse lacks legal Capacity	2.,6.,7.
☐ A6233 Capacity determination and health care decision for adult without conservator	2.,6.,7.

II. Select the appropriate district: Enter the address of the party, decedent's residence, property, or other circumstance you have circled in column 2 as the proper reason for filing in the district you selected.

REASON: CHECK THE NUMBER YOU CIRCLED IN -2- WHICH APPLIES IN THIS CASE	ADDRESS OF SUBJECT PERSON / FIDUCIARY
☐ 1 ☐ 2 ☐ 3 ☐ 4 ☐ 5 ☐ 6 ☒ 7	2049 Century Park East Suite 3200 Los Angeles, CA 90067
CITY: STATE ZIP CODE Los Angeles, CA 90067	

III. ☐ Another case (including Juvenile, Family Law, Adoptions, etc.) *has been filed with Los Angeles Superior Court involving the same minor(s).*

Case number: _____

IV. Certificate of Assignment: The undersigned hereby certifies that the above entitled matter is properly filed for assignment to the Los Angeles District of the Los Angeles Superior Court pursuant to the California Probate Code and Rule 2.0 of this court for the reason checked above.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct and this declaration was executed on Feb. 12, 2008 .

(SIGNATURE OF ATTORNEY/PARTY WITHOUT ATTORNEY)

Mitchell M. Gaswirth, Esq.

New Probate Case Filing Instructions

This form is required so that the court can assign your case to the correct courthouse in the proper district for filing. It satisfies the requirement for a certificate as to reasons for authorizing filing in the courthouse location, as set forth in Los Angeles Superior Court Local Rule 2.0. It must be completed and submitted to the court along with the original Petition in ALL Probate cases filed in any district (including the Central District) of the Los Angeles County Superior Court.

THE FOLLOWING DOCUMENTS MUST BE COMPLETED AND READY TO BE FILED IN ORDER TO PROPERLY COMMENCE YOUR NEW COURT CASE:

1. Probate Case Cover Sheet (this form)
2. Original Petition
3. Other documents as required by statute, California Rules of Court, or Rules of this Court.
4. Payment in full of the filing fees or an Order of the Court waiving payment of the filing fees (fee waiver application forms available at the Forms Window).

Copies of original documents presented personally to the filing clerk will be conformed and returned to you.
If filed by mail, include a self-addressed-stamped-envelope for return of your conformed copies.